

CARRIAGE HOUSE WEALTH LTD.'S HOLDINGS OF VERTIQAL STUDIOS CORP.

Toronto, Ontario – September 20, 2024 – On June 3, 2024, Carriage House Wealth Ltd. (the “**Acquiror**”), an exempt market dealer and portfolio manager, entered into an Investment Management Agreement with an arm’s-length client of the Acquiror whereby the client retained the Acquiror’s services as a portfolio manager and the client gave discretionary trading authority to the Acquiror in regard to the securities held in the client’s account. Accordingly, pursuant to the terms of the Investment Management Agreement, the Acquiror acquired control or direction over the securities in the client’s account, although beneficial ownership of the securities did not change and beneficial ownership remains with the client.

On June 27, 2024, Vertiqal Studios Corp. (TSX:VRTS) (the “**Issuer**”) issued a two-year unsecured subordinated redeemable convertible debenture to the client in the principal amount of \$1,000,000 (“**Convertible Debenture #2**”). The client deposited Convertible Debenture #2 into the client’s managed account with the Acquiror, although the debenture remains registered in the name of the client. Convertible Debenture #2 has a maturity date of June 27, 2026. Interest on the principal amount outstanding will accrue at an annual rate of 15%. The principal amount of Convertible Debenture #2 is convertible at any time prior to the maturity date, at the option of the holder, into common shares of the Issuer at a price of \$0.025 per share. Assuming the conversion of the principal amount of Convertible Debenture #2, and based upon the number of common shares of the Issuer that are beneficially owned by the Acquiror and the number of common shares of the Issuer that are under the control or direction of the Acquiror pursuant to Investment Management Agreements with this and other managed-account clients of the Acquiror, as at June 27, 2024 the Acquiror beneficially owned and/or exercised control and direction over an aggregate of 59,729,400 common shares of the Issuer, representing 9.46% of the Issuer’s issued and outstanding common shares at that time. When adding the post-conversion deemed beneficial ownership of the client’s Convertible Debenture #2 (which represents an additional 40,000,000 common shares of the Issuer), the Acquiror was deemed to beneficially own and/or exercise control and direction over an aggregate of 99,729,400 common shares of the Issuer as at June 27, 2024, representing 14.86% of the Issuer’s issued and outstanding common shares on a partially diluted basis.

Immediately prior to the arrival of Convertible Debenture #2 into the client’s managed account at the Acquiror on June 27, 2024, the Acquiror owned and held 5,600,000 common shares of the Issuer directly in the Acquiror’s own account, in addition to having control or direction over a further 54,129,400 common shares of the Issuer in the Acquiror’s managed accounts that are beneficially owned by the Acquiror’s arm’s-length clients. In addition, at this time the Acquiror also had control or direction over an earlier-issued convertible debenture of the Issuer (“**Convertible Debenture #1**”) that was held in a managed account of an arm’s-length client of the Acquiror; however, this convertible debenture is not convertible into common shares of the Issuer until September 10, 2025 (it is not convertible into common shares of the Issuer within the 60 days following June 27, 2024 or the 60 days following the date of this press release, see subsection 1.8(1) of NI 62-104). Accordingly, immediately prior to the arrival of Convertible Debenture #2 into the client’s managed account at the Acquiror on June 27, 2024, the Acquiror beneficially owned or had control or direction over 59,729,400 common shares of the Issuer representing 9.46% of the Issuer’s 631,113,354 outstanding common shares.

Additional updates:

On July 4, 2024, pursuant to an Investment Management Agreement with the Acquiror, a client of the Acquiror transferred control or direction of such client's 13,600,000 common shares of the Issuer to the Acquiror. These shares became included in the client's managed account with the Acquiror. The client retains beneficial ownership of such shares. Accordingly, as at July 4, 2024, the Acquiror is deemed to beneficially own and/or exercise control and direction over an aggregate of 113,329,400 common shares of the Issuer, representing 16.89% of the Issuer's issued and outstanding common shares on a partially diluted basis.

Pursuant to the terms of a Debt Settlement Agreement dated July 2, 2024 whereby the Acquiror and the Issuer agreed that the Issuer would issue common shares to the Acquiror in order to settle an outstanding amount owing to the Acquiror for consulting services, on July 5, 2024 the Issuer issued 8,666,666 common shares to the Acquiror. The common shares were valued by the parties at \$0.03 per share. This transaction increased the Issuer's total issued and outstanding common shares from 631,113,354 to 639,780,020. Accordingly, upon the closing of this transaction, the Acquiror is deemed to beneficially own and/or exercise control and direction over an aggregate of 121,996,066 common shares of the Issuer, representing 17.95% of the Issuer's issued and outstanding common shares on a partially diluted basis.

On July 15, 2024, the Acquiror purchased an additional 178,333 common shares of the Issuer through a secondary-market transaction utilizing the facilities of the Toronto Stock Exchange. The common shares were purchased at \$0.02 per share. Accordingly, upon the completion of this transaction, the Acquiror is deemed to beneficially own and/or exercise control and direction over an aggregate of 122,174,399 common shares of the Issuer, representing 17.97% of the Issuer's issued and outstanding common shares on a partially diluted basis.

In conclusion, as at the date of this press release:

- the Acquiror directly owns 14,444,999 common shares of the Issuer;
- the Acquiror, as a portfolio manager, has control or direction over an additional 67,729,400 common shares of the Issuer, which are beneficially owned by the Acquiror's arm's-length clients in their managed accounts;
- the Acquiror, as a portfolio manager, has control or direction over Convertible Debenture #1, which is beneficially owned by an arm's-length client of the Acquiror in a managed account and which is not convertible into common shares of the Issuer at a price of \$0.025 per share until September 10, 2025 (which means that, as at the date hereof, there is no deemed beneficial ownership of the underlying common shares, see subsection 1.8(1) of NI 62-104). Deemed beneficial ownership of the 20,000,000 common shares of the Issuer that underly Convertible Debenture #1 will occur on July 12, 2025 (60 days prior to the conversion date);
- the Acquiror, as a portfolio manager, has control or direction over Convertible Debenture #2, which is beneficially owned by an arm's-length client of the Acquiror in a managed account and which is convertible into common shares of the Issuer at a price of \$0.025 per

share (representing 40,000,000 common shares) at the option of the holder; and

- the Issuer has 639,780,020 common shares issued and outstanding (on a basic basis).

In accordance with applicable securities laws, the Acquiror may, from time to time and at any time, acquire additional common shares of the Issuer, and/or other equity, debt or other securities or instruments (collectively, “**Securities**”) of the Issuer in the open market or otherwise, and the Acquiror reserves the right to dispose of any or all of such Securities in the open market or otherwise at any time and from time to time, and to engage in similar transactions with respect to the Securities, the whole depending on market conditions, the business and prospects of the Issuer and other relevant factors.

The head office address of the Acquiror is 33 Toronto Street North, Unit #2, Uxbridge, Ontario L9P 1E6.

The Acquiror acquired the securities of the Issuer for investment purposes, and has no present intention of acquiring additional Securities. Depending upon the Acquiror’s evaluation of the business, prospects and financial condition of the Issuer, the market for the Issuer’s Securities, general economic and tax conditions and other factors, the Acquiror may acquire more or sell some or all of the Securities owned, managed or controlled by the Acquiror.

This press release is issued pursuant to early warning requirements of National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* which also requires the Early Warning Report to be filed in accordance with applicable Canadian securities laws. For further information please refer to the Early Warning Report to be posted on Vertiqal Studios Corp.’s SEDAR+ profile at www.sedarplus.com or which may be obtained by contacting the Acquiror at inquiries@carriagehousewealth.ca or 905-922-3323.